

Exhibit 65 to Plaintiff's
Memorandum of Points and Authorities
in Support of Its Motion for Temporary
Restraining Order and Preliminary Injunction
(PX00015)

Town Halls – PRL

Wednesday, May 10, 2006

11:30 AM – 1:00 PM:

Participants: 10

WILD OATS: Competitive Intrusion @ 29th Street

We've known about it for awhile, so we've been remodeling in preparation for it. We continue to pursue expansion of the store, but that would not happen until after W.O. opens. Once complete it will be the "dream store / format" (74K sq ft.). Once it's through city counsel we'll be able to share more with TMs. The structure is pre-existing so it can't be fully green, but we'll be able to introduce components that are. We'll use things like skylights (natural light) & recycled materials.

We're also focusing on competitive pricing. We're not sure what their strategy looks like. They've never opened a store like this before. Our own cost \$15M each. Theirs is a smaller format, will likely cost \$8K - \$10K, but their company overall is not in good financial shape.

MUSIC: Theory about Led Zeplin in the AM? Speakers on Front End are very loud. The theory is bad. The music in the stores is for the Customers, not the TMs. Our music reflections should reflect this. We can look @ the volume and where the speakers are placed (Tom is spending time with Dan on placement).

Sometimes the volume is set where it is based upon what is audible @ peak times, so it may be too loud @ slower times. Satellite radio is being installed @ the store today. We could also solicit input from customers. Another option would be to create "windows" where specific music is played @ certain times (i.e. classical 8 AM – 10AM, etc.).

EXCEL: When is the next workshop?

Tom plans to offer one before the end of Summer. In the interim Hampton has installed a computer training link from CEN on the store's WFM University computers. Tom also has a CD on similar subject matter that he will loan to TMs.

DAIRY: Has a cooler with a screen, but other areas do not currently have them. Dan has 40 of them that he's installing through out the store where they're functional.

WALMART: Aurora (one of two experimental stores. The other is in McKinney, TX).

Likely cost them a few times what a "regular" store of theirs costs. The intent was to test the technology and are share it with others (i.e. Bioswale: use of reclaimed rain and other H2O.). The Green Mission Task Force took a tour of it.

Why Aurora? It's likely that they got a great deal on the land. It is not well populated, but the potential for jobs / taxes for the city could be big long term.

EARTH UNIVERSITY (Costa Rica): It's cool on multiple levels!

The University has 400 students (100 in each class level). They've had 16 graduating classes over the last 20 years. Most of the students come from poor villages. They teach the students sustainable farming practices (elimination of pesticides, etc.) that they can bring back to their villages and make a difference. It's about 8,000 acres. They also have a Banana plantation & Dairy Farm. Bananas are typically brought in from the field by yokes that are people powered. The University has created a vehicle to do this mechanically. Practicing animal compassionate standards (i.e. reducing noise, creating "sidewalks", calves can nurse while the mother cow is being milked, etc.) that have increased their production levels. They also have pigs on site & mangos are grown @ another site near the cost. Typically bananas, are a mono-crop, but they are working to create complimentary businesses (i.e. compost that farmers can use, etc.). Last year five of their students did internships here @ WFM. Partnerships like this are good for WFM, too, because our customers want a connection between the product and how their spending their \$.

FREE TRADE: Particularly coffee, chocolate & banana.

Free Trade is actually a trade mark. Using it means that the grower is guaranteed a price, but it also means "Free Trade" gets a cut (20%). We pay above the Fair Trade rates already and we pay direct to the grower, no middle man. There is a story to be told, but we need to a better job telling it. The public doesn't know all the steps that we take in choosing products and the working conditions that support them.

BRANDING: It's possible, but it is difficult to get agreement on how to do it. It continues to be discussed @ a National level. The perception of "local" varies. In the North East the states are close together and you can drive through several of them in one day. However, on the West Coast you probably couldn't get from the South end of California to the North end of California in one Day. Someone in San Francisco, California may think that something grown in San Diego, California is local because it comes from California, hundreds of miles away. Yet, someone in New Hampshire may not think that something grown in Massachusetts, 50 miles away, is local.

BOOK(S) RECOMMENDATION: "ORGANIC INK" & "THE OMINVORE'S DILEMA":

BEYOND ORGANICS: Dairy Farms (i.e. Horizon), cows never see sun light / go outside. They could have terrible lives, but be fed organic feed at some point

(not from birth) and would be considered organic (considered "shallow" organic).

ARTICLE RECOMENDATION: "Paradise Sold" in this month's New Yorker magazine.

LOCALLY GROWN: Local is considered grown within 6 hours. Today's estimate is that the food on our tables has traveled 1,500 miles. Misleading # because CA produces 70% of produce and has for a long time and it isn't going to change.

They're not growing lettuce in Maine late in the year. When making a salad the customer doesn't want to know that you're out of what you want because it's out of season locally. Overall, we respond to our customer's needs & desires. We are also challenged on the local buy side: they do not always have distribution and sometimes they can't support our volume. CEN is sending a copy of MSNBC's "American Made" 1 hour show (includes an interview with John and some conversation on this topic) to each STL for store viewing.

DISCOUNT: Cost of living goes up, but the discount does not.

However, wages typically do increase (Wage guidelines are reviewed on an annual basis to ensure they are competitive with the labor market). Also, other stores in our industry either do not offer a discount or one that is substantially less than ours.

We agree that waste needs to be minimized. Tom is working with Prepared Foods to put processes in place to combat it. We also try to have at least one ASTL (i.e. Robin) in each store with a culinary background to help manage the use of these products. We need to be proactive about it: sample, use it in a recipe, lower price, etc.

We support TMs having the same lifestyle as the customer. That's why we pay a livable wage and offer a TM discount. Even without the discount we are competitive with the other grocers on the same products (i.e. yogurt, ground beef, milk, breads). Will volunteered to go shopping with the TM (Female in Cut Fruit) to comparative shop. We will also put it on the May agenda @ RMLN.

BAKERY: Told that they need to give the impression of a full bakery even if it results in waste.

Not completely, this perception may originate from the past, before having a spoilage target the department would never order enough bread. This is an important commodity to our customers and if we do not have it they think we're out of business. This is in conflict with our "Satisfy & Delight our Customers".

There needs to be a balance between the two.

PET FOODS (Particularly 365): It's on the National Quality Standards list of things to do, but it's lower down after some larger scale projects that effect

people.

1:00 PM – 2:30 PM:

Participants: 23 Spanish speaking Team Members

GAINSHARING: Used to average .60c / hr when Deb was TL, but it's been in a steady decline.

Most important part of gainsharing is productivity. A year ago we lost approximately 35 Team Members in Prepared Foods. Along with their experience the department lost productivity / efficiency. Regardless, the TMS keep hearing that the department is breaking sales records and it seems contradictory to what they are receiving in gainsharing. The measure remains sales / per labor hour. A TM suggested we eliminate the bonus program and give a higher wages. Gainsharing is a National program (consistent throughout the Company) based upon whatever a team did not spend in labor.

PREPARED FOODS LEADERSHIP: Deb was black / white & direct on the spot. John deals in the grey and is more personable. Now people are slacking with less strict standards. They want John to be more in control consistently.

HOURLY WAGE: New Members are eligible for 3 increases in the first year. This was the same for each of us when we started @ WFM, too. A Team Member's hourly wage is what they already agreed to work for.

OPINION ON PRODUCTIVITY: Spanish speaking TMs seem more production oriented than other TMs. Others spend time talking, walking back and forth together, going on break, etc. Others lack of productivity eats their opportunity to earn gainsharing. All TMs need to vote: speak up @ Team meetings, partner with team / store leadership to address productivity.

VOTE: Team Members don't necessarily work the same shifts as new members. How to the conscientiously vote? They need to rely on fellow TMs. Some New Members should not even be put up for a vote @ all based upon the feedback Team Members are giving team leadership.

WHOLE FOODS MARKET: Best company he's worked for in his 25 years he's been in the Company. Grateful and happy, but want to know what our mission as an employer is? Company's goal was to change the way the world looks @ food. Business is simple: take care of the people that work for you, the people take care of the customers, customers buy our products that support our shareholders and support the community & we don't need to cheat anyone to do it.

S.S. Audit: Impact –

Departing TMs were training the New Members, but the others were resentful so they did not help them. It was a no win situation.

-We had many valuable Team Members, so we tried to do the best for them that we could: make \$ to save, continue insurance, remain employed while looking for new work. However, financially we could not afford to employ both the departing TMs and their replacements simultaneously for a long period of time. The team would be in deficit for 10's of thousands of \$ that would could take a year to dig out of.

INTERVIEW PANEL: Spanish speakers (large % of team) are not always represented in this process / and or sub teams (i.e. pizza, salad bar, kitchen, etc.). Their input isn't passive and needs requires action.

PRODUCE: Need better communication (i.e. did not know that a new cut fruit cooler / display would doubled in size. They were not told that it was happening before 48 hours. Did not appear to them that departmental leadership prepared for it by hiring up, changing schedule, etc.). They currently sell more cut fruit than they can produce. They need someone to work nights. Currently they stop producing @ 7:30PM and the store is open until 10:30PM. Otherwise it means that they have to come @ 4AM in order to have it full by 7:30AM. Tom says that they are hiring both the front / back of the house in Produce, but the team doesn't know it.

NEW MEMBERS: The have good productivity until they're voted on and then there is a dramatic decrease. New Members need to be introduced (not just thrown to the wolves) to a seasoned Team Member, not the weak link in the team who will set a bad example . Observation is that English speaking New Members get more training than the Spanish speakers. Tom will remedy the need for more than one Team Trainer, in Prepared Foods, more than one day a week.

LISTENING: Perception is that (person going for Sous Chef) they give input to leadership with no results. Go to your TL first. If they don't get results then they need to go to Tom (he will help you resolve the issues impacting your department. He's willing to try anything. If that doesn't work we'll try something else.) and then Regional Leadership.

FRESH PACK: TMs spend a lot of time walking in / out of the cooler to stay warm and don't get a lot done...particularly the Supervisor. Is there a need for personal protective equipment (i.e. hats, hoodies), similar to what they have @ the DDC for the Team Members who work in refrigerated areas?

BENNY CARD: often denied when they go to pay for something and then they have to fax it in. Team Members to give name of businesses where they've had problems (i.e. Walgreens) to PBS, Linda Ellinger. We will forward them to CEN for resolution.

SPECIALTY: Production is understaffed. When new folks are hired they are continually pulled to work the counter leaving production alone to finish all the work.

The seasoned TMs produce exponentially more than New Members, but that doesn't mean that they should be left to do it all and not train others to be as efficient.

SEAFOOD: No production seems to go on their days off.

OVER NIGHT: TM did not agree with this shift in Prepared Foods.

One reason we are doing this is to create more space in the kitchen.

Additionally, business are being added with the remodel (i.e. fryers: fish and chips, fries, onion rings, etc.). Creating a 3rd shift it's like creating a 1/3 more space for the team.

REGIONAL PROGRAMS: We experiment with things that are working well in one store and spreading them to others.

NOTE: We will schedule two more hours to come and speak with them again.

2:30 PM – 4:00 PM

Participants: 11

RETURNS: Can they be sold to fund the TMEF?

No. It was a practice early on in WFM (over 20 years ago), before we had a TM discount. Intent was good, but it became abused. Only three things can not go to Food Banks (exceptions: dented cans, product out of temperature & bulk items due to labeling concerns).

TEAM MEMBER EMERGENCY FUND (TMEF): Store should continue to focus on % participation of TMs, how much they are giving (\$2 vs. \$1) and other creative fund raising activities. Use Day One and team / store meetings to push the program.

BULK: Is there a way to get variable size nozzles (i.e. smaller for expensive items)?

Will has seen ones that even weight them on site. Signing, too (i.e. 1 pull = \$, 2 pulls = \$, etc.).

SIGNING / PRICING: need one standard form of measurement (i.e. lbs, ounces, etc.) We need to get the retail price and the cost file system up to date first. Regionally we'll focus on the perishable departments first.

365 PRODUCTS: We need more than peanuts that are offered in sample size.

PLANNED GROWTH: We have 10 stores now, but none signed for 2007. We should have 4 signed to open in 2008. We're looking both in / out of state. We're interested in a "mountain" site here in CO, however it's hard to find the college graduate density that we need within a 12 mile commuting distance. We're trying to be liberal about our criteria, but we have to consider known success factors.

SECOND SITE IN BOULDER?: No good place to do it. We'd rather continue to try to expand the current location.

RESTROOM: Back by Specialty there is a commode with a sensor that sets off the sensor with only little movement. It probably wastes more water than conventional / manual flushing. Dan to fix or remove.

SUGAR: Customers get discouraged with sugar being high on the ingredients list of our products. Customers want more sugar free items, raw food (vocal minority) etc. However, these items are not necessarily the best selling skus. We continue to carry those items in the highest demand from our customers.

COFFEE BAR: It will be part of the remodel, but not ideal until a possible expansion. 70% of sales typically happen before 11AM. We sell more olive oil than we do coffee. Service continues to be a great way to differentiate us.

SW / RM: We had 23 stores over 5 states when we were part of the SW. We got too big and wanted to split. RM represented 40% of the SW Region. However, we would have to lay off people @ the SWRO. Will worked with Walter to create a plan that would allow us to layer on support roles for each Region. When Katrina hit, and the Louisiana stores closed, there was additional financial impact. The addition of Purchasing Assistant will enable us to split our pricing. In the '07 fiscal year we're looking at the possibility of making it more final.

LIFESTYLE: Fixed schedules (Prepared Foods)
An employment application is not an contract. Schedules are based upon the business needs. Each TM should receive some weekend time off. No one TM should be adversely impacted.

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SUNDAYS: Should we offer a premium for pay, so more TMs would want to work them? No, the work remains the same regardless of the day of the week it takes place in.

HAWAII STORE: It's part of the SP region. Will thinks that the sales projection is about \$800K (60,000 -70,000 sq ft).

PRICING: We don't currently do "zone" pricing for outlying stores due to increased costs to support them (i.e. Metcalf in KS). We may reconsider this as we open more / remote stores.

IDP: International Department Program. It's in its inception, so it's hard to tell what it looks like down the road. It will continue to evolve. Priority is in trying to fill positions in the new London store and later those same TMs will help us fill additional new locations.

VEGGIMITE: Why did they pull it? Might have had MSG in it?
Grocery TL to work with Scott / Jared to respond to this question.

QUALITY STANDARDS: Dean (sp?) Corporation bought out Horizon. There's a rumor that their cows are being fed hormones. Dean (sp?) put out a statement that they haven't changed any of the process since the sale. Front End TM will forward additional info with us that we can share with the Coordinator to further investigate.

BOYCOTT: Alaskan fish due to the seal hunts.
Gary to work with Paul McLean, RM Seafood Co-ordinator, to respond to this question.

GREEN BAGS: letter from TM inquiring about their origin / working conditions.
Given to Bree, but will be forwarded to Will for follow up.

UPDATES: There is a question each week from Will in his Newsletter for TMs to answer. Each TM that replies is eligible for a drawing to win an "origin" trip with Allegro coffee to visit growers (i.e. Central / South America).

Regional Leadership present: Will, Tim & Tiff

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